

ALOK INDUSTRIES LIMITED

Peninsula Business Park, Tower B, 2nd & 3rd Floor, Ganpatrao Kadam Marg, Lower Parel,
Mumbai - 400 013. Tel.: 91 22 6178 7000 Fax : 91 22 6178 7118



VIGIL MECHANISM AND WHISTLE - BLOWER POLICY

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1. Introduction

- 1.1 Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Further, Regulation 4 and 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 requires all listed companies to devise an effective whistle blower policy enabling all stakeholders including Directors, employees and their representative bodies to freely communicate their concerns about illegal or unethical practices and to report their genuine concerns.
- 1.2 Alok Industries Limited (the “Company”) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. Company’s expectations with respect to business ethics are contained in the Code of Conduct for Directors and Senior Management. (the “Code of Conduct”).
- 1.3 Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and the Company has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

2. Scope and Exclusion

- 2.1 This Vigil Mechanism and Whistle-blower Policy (the “Policy”) sets out the procedure to be followed when making a disclosure.
- 2.2 This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. Please familiarize yourself with this Policy and seek advice from the Company Secretary of the Company if any questions arise.

3. Terms and References

In this Policy, the following terms shall have the following meanings:

- 3.1 “Act” means the Companies Act, 2013 and the rules made thereunder, as amended.

- 3.2 “Audit Committee”** means the committee constituted by the Board of Directors of the Company in accordance with the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which has responsibility for supervising the development and implementation of this Policy.
- 3.3 “Board”** shall mean the board of directors of the Company.
- 3.4 “Code of Conduct”** means the Code of Conduct for Directors and Senior Management.
- 3.5 “Employee”** means any employee or director of the Company.
- 3.6 “Ethics & Compliance Task Force”** means the committee designated by the Audit Committee to process and investigate Protected Disclosures, comprising Manager of the Company appointed in terms of provisions of Section 203 of the Act, Chief Financial Officer (CFO), President-Corporate Affairs & Legal, Company Secretary, President – HR & Chief Human Resources Officer (CHRO). Manager shall serve as the Chairman and Company Secretary shall serve as a Secretary of the Ethics & Compliance Task Force.
- 3.7 “Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 3.8 “Policy”** shall mean this Vigil Mechanism and / Whistle Blower Policy.
- 3.9 “Protected Disclosure”** means the disclosure of a Reportable Matter in accordance with this Policy.
- 3.10 “Reportable Matter”** means a genuine concern concerning actual or suspected:
- fraudulent practices, such as improperly tampering with Company’s books and records, or theft of Company’s property;
 - corruption, including bribery and money laundering;
 - breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

3.11 “Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy.

4. Policy

4.1 Responsibility to Report

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

4.2 Reporting Mechanism

4.2.1 The Company has established an Ethics & Compliance Task Force to process and investigate Protected Disclosures. The Ethics & Compliance Task Force operates under the supervision of the Audit Committee. Protected Disclosures are to be made to the Ethics & Compliance Task Force in the prescribed format as follows:

- a. by email to vigil@alokind.com; or
- b. by letter addressed to the Ethics & Compliance Task Force, marked "Private and Confidential", and delivered to:

The Chairman of the Ethics & Compliance Task Force,
Alok Industries Limited,
Peninsula Business Park,
Tower B, 3rd Floor,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai-400 013, India.

4.2.2 Moreover, in exceptional cases, Employees have a right to make Protected Disclosures directly to the Chairman of the Audit Committee as follows:

- a. by email to audit.committee@alokind.com; or
- b. by letter addressed to the Chairman of the Audit Committee, marked "Private and Confidential", and delivered to:

The Chairman of the Audit Committee,
Alok Industries Limited,
Peninsula Business Park,
Tower B, 3rd Floor,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai-400 013, India.

4.2.3 To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

- a. the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b. the names of the Employees to which the Reportable Matter relates (for example, please provide the name of the business unit/department. that is alleged to have violated the Code of Conduct);
- c. the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation); and
- d. the basis for the Protected Disclosure (for example, where knowledge of the alleged violation is based upon documents in the Whistle-blower's possession or control, please provide a copy of the pertinent documents).

4.2.4 To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his or her name and contact details when making a Protected Disclosure, Company's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

4.2.5 All Protected Disclosures are taken seriously and will be promptly investigated by

the Company in accordance with the Guidance on Responding to Protected Disclosures.

4.3 Protection of Whistle-Blowers

- 4.3.1 If a Whistle-blower does provide his or her name when making a Protected Disclosure, the Company will treat the identity of the Whistle-Blower as confidential and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.
- 4.3.2 A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. The Company prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal.
- 4.3.3 However, if a Whistle-blower has been found to have made a deliberately false Protected Disclosure, that Whistle-blower may be subject to disciplinary action, which may include dismissal.

4.4 Role of the Audit Committee

- 4.4.1 The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of the Ethics & Compliance Task Force. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.
- 4.4.2 The Audit Committee shall receive reports from the Ethics & Compliance Task Force concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Audit Committee. In addition, the Audit Committee shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to the Company.

4.5 Conflicts of Interest

Where a Protected Disclosure concerns any members of the Ethics & Compliance Task Force or the Audit Committee, that member of the Ethics & Compliance Task Force or the Audit Committee shall be prevented from acting in relation to that

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Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether a member of the Ethics & Compliance Task Force or the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

4.6 Questions If you have any questions concerning this Policy or the Code of Conduct, please contact:

Address	The Company Secretary Alok Industries Limited, Peninsula Business Park, Tower B, 3 rd Floor, Ganpatrao Kadam Marg, Lower Parel, Mumbai-400 013, India.
Email	hitesh.kanani@alokind.com
Telephone	022- 61786312

5. Policy Review and Amendments

The Board and/or its committees reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with the applicable law issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.